

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

| | | |
|---------------------------------------|---|-----------------------------------|
| Titan Partners, LLC, |) | |
| |) | |
| And |) | |
| |) | |
| Donald F. Chamberlin, Jr., |) | |
| |) | |
| Plaintiffs, |) | |
| |) | |
| vs. |) | Case No. _____ |
| |) | |
| |) | |
| USA Tax and Insurance Services, Inc., |) | |
| |) | |
| Defendant. |) | <u>Jury Trial Demanded</u> |

COMPLAINT

Plaintiffs Titan Partners, LLC (“Titan”) and Donald F. Chamberlin, Jr. (“Chamberlin”) seek a declaratory judgment from this Court against Defendant USA Tax and Insurance Services, Inc. (“USA Tax”) arising out of Defendant’s claim of ownership in, and use of, Plaintiffs’ intellectual property and proprietary materials.

For their Complaint against USA Tax, Titan and Chamberlin allege as follows:

Parties

1. Titan is a Missouri limited liability company, with its principal place of business at 2190 South Mason Road, Suite 100, Saint Louis, Missouri 63131.
2. Chamberlin is an individual residing in Saint Louis County, Missouri.
3. Upon information and belief, USA Tax is a corporation organized and existing under the laws of the State of Florida, having its principal place of business at 4114 Woodlands Parkway, Suite 402, Palm Harbor, Florida 34685-3494.

Jurisdiction and Venue

4. The Court has jurisdiction under the Declaratory Judgment Act, 28 U.S.C. §§ 2201 and 2202; under 28 U.S.C. § 1331 as the declaratory rights and relief at issue involve determinations under Section 43(a) of the Lanham Act, 15 U.S.C. § 1125(a), and the Copyright Act of 1976, as amended, 17 U.S.C. § 101 *et seq.*, among others; and, pursuant to 28 U.S.C. § 1332, because the matter in controversy exceeds the sum or value of \$75,000, exclusive of costs and interest, and is between citizens of different states.

5. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391 because: (i) a substantial portion of the events or omissions giving rise to this action occurred in this judicial district; and (ii) Defendant USA Tax does business, may be found, and is subject to personal jurisdiction in this judicial district.

Factual Allegations

6. In or about May 2009, Chamberlin and USA Tax entered an agreement, by virtue of which Chamberlin became an independent contractor of USA Tax. Chamberlin is not now, and has never been, an employee of USA Tax.

7. Based on his many years' experience in creating and marketing a tax practice, Chamberlin has developed certain written materials, presentations, videos and other materials to provide training to professionals in the financial services market and other industries (the "Works"). These materials are, in whole or in part, proprietary in nature, and subject or potentially subject to protection under, *inter alia*, federal and state unfair competition and trademark law, federal copyright law, state trade secret misappropriation law, and other state and common law.

8. The Works are collectively owned by, or exclusively licensed to, Titan and Chamberlin.

9. During approximately the fourth quarter of 2010, USA Tax began negotiating a transaction by which CKS Holdings, LLC (“CKS”) would purchase USA Tax. USA Tax made repeated representations to Chamberlin that USA Tax would in fact be consummating a sales transaction with CKS. Upon information and belief, such representations were intended, at least in part, to induce Chamberlin to provide USA Tax with certain of the Works, and proprietary aspects thereof, to facilitate the proposed transaction. In view of these representations, Chamberlin did in fact provide USA Tax with certain proprietary information for such use. At no time did Chamberlin or Titan intend to convey ownership of the Works or any proprietary aspect thereof to USA Tax.

10. In a letter dated January 10, 2011, USA Tax, through counsel, made several unsubstantiated allegations concerning Chamberlin’s activities.

11. The January 10, 2011 letter asserted that Chamberlin:

- (i) Is “in violation of [his] USA Tax & Insurance Services Inc. Producer Agreement dated May 1, 2009,”
- (ii) Has “interfered with and misappropriated USA Tax’s confidential and proprietary information that was obtained by [Chamberlin] or created from said confidential and proprietary information during the course of [Chamberlin’s] relationship with USA Tax,” and
- (iii) Has aided and abetted others “in the commission of wrongful acts against USA Tax.”

12. The January 10, 2011 letter demanded that Chamberlin:

- (i) “[C]ease and desist from any further interference with or misappropriation of confidential and proprietary information,” and
- (ii) “[I]mmediately confirm that [he] has taken all steps to reverse the removal of the ‘Playbook’ link to the USA Tax web site and in its stead and place linking [sic] it to the web site of CKS Holdings.”

13. In the same letter, USA Tax also threatened to “immediately commence litigation” if its demands were not met.

14. In a letter of January 14, 2011, counsel for Chamberlin advised counsel for USA Tax that “USA Tax has no rights to the Works and it must cease and desist from any further use of these Works or any other materials that include Mr. Chamberlin’s copyrights and trade secrets.”

15. Upon information and belief, USA Tax has used, infringed and/or misappropriated, and, unless deterred by the Court, will continue to use, infringe and/or misappropriate, the intellectual property of Plaintiffs under false claim of ownership or license.

Count I

Declaratory Judgment

16. Plaintiffs restate and incorporate by reference all allegations set forth above.

17. There exists an actual controversy between Titan and Chamberlin, on the one hand, and USA Tax, on the other, as to (a) the Parties’ respective ownership and/or license rights in the Works, and (b) the propriety of Plaintiffs’ present and ongoing possession and usage of the Works.

WHEREFORE, Plaintiffs pray the Court to enter judgment in their favor and award the following relief against Defendant:

A. A declaration that (1) Plaintiffs collectively own all right, title and interest in and to the Works, and (2) Plaintiffs’ present and ongoing possession and usage of the Works is authorized under law and equity, and

B. Such further relief as the Court deems just and appropriate.

Jury Demand

Plaintiffs respectfully request and demand trial by jury on all issues so triable.

Respectfully submitted,

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